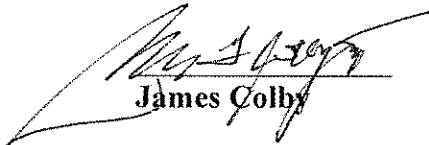


CERTIFICATE OF RESOLUTION OF JAMES COLBY

I, **James Colby**, state the following resolutions:

1. RESOLVED, that in the judgment of the Debtor, it is desirable and in the best interests of the Debtor and its creditors and other interested parties, that a petition be filed by the Debtor for relief under Chapter 11 of the United States Bankruptcy Code, and it is further
2. RESOLVED, that the Garvey, Tirelli & Cushner, Ltd, 50 Main Street, Suite 390, White Plains, New York, be and hereby is employed under a general retainer as the attorney for the Debtor in the Chapter 11 case, and it is further
3. RESOLVED, that James Colby, is authorized to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and in that connection, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which he deems necessary and proper in connection with the Chapter 11 case, with a view to the successful prosecution of such case.

Dated: White Plains, New York
December 2, 2015


James Colby

Sworn to before me on this
2nd day of December, 2015



Notary Public

